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 Elaine F. Marshall
 North Carolina Secretary of State
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**State of North Carolina
 Department of the Secretary of State**

**ARTICLES OF RESTATEMENT
 FOR NONPROFIT CORPORATION**

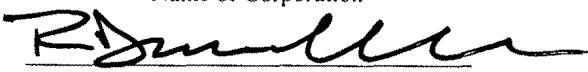
Pursuant to §55A-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following for the purpose of restating its Articles of Incorporation.

1. The name of the corporation is: Fair and Legal Congressional Redistricting for North Carolina, Inc.
2. The text of the Restated Articles of Incorporation is attached.
3. (Check a, b, c, and/or d, as applicable.)
 - a. These Restated Articles of Incorporation were adopted by the board of directors and do not contain an amendment.
 - b. These Restated Articles of Incorporation were adopted by the board of directors and contain an amendment not requiring member approval. (*Set forth a brief explanation of why member approval was not required for such amendment.*) There are no members of this nonprofit corporation.
 - c. These Restated Articles of Incorporation contain an amendment requiring member approval, and member approval was obtained as required by Chapter 55A of the North Carolina General Statutes.
 - d. These Restated Articles of Incorporation contain an amendment requiring approval by a person whose approval is required pursuant to N.C.G.S. §55A-10-30, and such approval was obtained.
4. These articles will be effective upon filing, unless a delayed date and/or time is specified: _____

This the 14th day of December, 20 10

Fair and Legal Congressional Redistricting for North Carolina, Inc.

Name of Corporation



Signature

R. Donavon Munford, Jr., Secretary

Type or Print Name and Title

Notes:

1. Filing fee is \$10, unless the Restated Articles of Incorporation include an amendment, in which case the filing fee is \$25. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.
(Revised Jan 2003)

Corporations Division

PO Box 29622

Raleigh, NC 27626-0622

(Form N-03)

**ARTICLES OF INCORPORATION
OF
FAIR AND LEGAL CONGRESSIONAL DISTRICTS
FOR NORTH CAROLINA, INC.**

The undersigned hereby submits these Articles of Incorporation for the purpose of forming a nonprofit corporation under the North Carolina Nonprofit Corporation Act, Chapter 55A of the North Carolina General Statutes, as amended:

1. Name. The name of the corporation is Fair and Legal Congressional Districts for North Carolina, Inc. ("Corporation")
2. Non-Membership Corporation. The Corporation will not have members.
3. Purposes. The corporation is formed exclusively for the promotion of social welfare purposes under Section 501(c)(4) of the Code including charitable and educational purposes.
4. Registered Office and Agent. The street address of the initial registered office of the corporation in the State of North Carolina is 2500 Wachovia Capitol Center, Raleigh, NC 27601, which is located in Wake County. The mailing address of the initial registered office of the corporation is R. Donavon Munford, Jr., P. O. Box 2611, Raleigh, NC 27602-2611. The name of the corporation's initial registered agent at that address is R. Donavon Munford, Jr.
5. Principal Office. The street address of the principal office of the corporation is 2500 Wachovia Capitol Center, Raleigh, NC 27601, which is located in Wake County. The mailing address of the principal office of the corporation is P. O. Box 2611, Raleigh, NC 27602-2611.
6. Incorporator. The name and address of the incorporator is R. Donavon Munford, Jr., P. O. Box 2611, Raleigh, NC 27602-2611.
7. Liability of Directors. A director of the corporation shall have no personal liability for monetary damages arising out of an action whether by or in the right of the corporation or otherwise for breach of any duty as a director, except for liability with respect to (i) acts or omissions that the director at the time of the breach knew or believed were clearly in conflict with the best interests of the corporation; (ii) any liability under N.C. Gen. Stat. Section 55A-8-32 or 55A-8-33; or (iii) any transaction from which the director derived an improper personal financial benefit. If the North Carolina Nonprofit Corporation Act is amended to authorize corporate action for further eliminating or limiting personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the North Carolina Nonprofit Corporation Act, as so amended.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

8. Dissolution. Upon dissolution of the Corporation, the assets thereof shall, after all liabilities and obligations of the Corporation have been paid, or adequate provision made therefor, be distributed pursuant to a plan of dissolution approved by the Corporation's board of directors pursuant to Section 55A-14-02 of the North Carolina Nonprofit Corporation Act. Such plan of dissolution shall provide that all liabilities and obligations of the Corporation be paid and discharged, or adequate provisions be made therefor, and that the remainder of the Corporation's assets be distributed as follows: (1) assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; and (2) other assets, if any, shall be distributed as provided in the plan of dissolution.

References in these Articles of Incorporation to the "Code" mean the federal Internal Revenue Code of 1986 as it may be amended from time to time. References to Sections of the Code include references to corresponding provisions of any subsequent United States tax laws.

IN WITNESS WHEREOF, I have hereunto set my hand this 14th day of December, 2010.



R. Donavon Munford, Jr., Incorporator